

Francis O. Scarpulla (41059)
 Craig C. Corbitt (83251)
 Judith A. Zahid (215418)
 Patrick B. Clayton (240191)
 Qianwei Fu (242669)
 Heather T. Rankie (268002)
 ZELLE HOFMANN VOELBEL & MASON LLP
 44 Montgomery Street, Suite 3400
 San Francisco, CA 94104
 Telephone: (415) 693-0700
 Facsimile: (415) 693-0770
fscarpulla@zelle.com

Joseph M. Alioto (42680)
 Theresa D. Moore (99978)
 ALIOTO LAW FIRM
 225 Bush Street, 16th Floor
 San Francisco, CA 94104
 Telephone: (415) 434-8900
 Facsimile: (415) 434-9200
jmaloto@aliotolaw.com

Co-Lead Class Counsel for Indirect-Purchaser Plaintiffs

[Additional counsel listed on signature pages]

**UNITED STATES DISTRICT COURT
 NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION**

IN RE TFT-LCD (FLAT PANEL)
 ANTITRUST LITIGATION

) Case No. 3:07-MD-1827 SI
) MDL No. 1827

This Document Relates to:

All Indirect-Purchaser Actions;

*State of Missouri, et al. v. AU Optronics
 Corporation, et al., Case No. 10-cv-3619;*

*State of Florida v. AU Optronics Corporation,
 et al., Case No. 10-cv-3517; and*

*State of New York v. AU Optronics Corporation,
 et al., Case No. 11-cv-0711.*

**~~PROPOSED~~ ORDER RE:
 DISTRIBUTION FROM ESCROW
 FUNDS FOR NOTICE PROGRAM**

The Honorable Susan Illston

WHEREAS, the Court has before it a motion for preliminary approval of the settlements between the Indirect-Purchaser Plaintiffs ("IPPs") and the States of Arkansas, California, Florida, Michigan, Missouri, New York, West Virginia, and Wisconsin ("Settling States") on the one hand, and defendants AUO, LG, and Toshiba (as identified in the respective Settlement Agreements, and inclusive of related entities also identified in the respective Settlement Agreements; collectively, "Settling Defendants") on the other hand;

WHEREAS, the Settlement Agreements with the Settling Defendants provide that the costs of notice of the settlements, as well as administration of the claims process, shall be paid from the Settlement Fund of each Settling Defendant, *pro rata*, based on each Settling Defendant's Settlement Amount for a total of \$3,132,594.21);

WHEREAS, the cost of notice for media purchases invoiced by Kinsella Media is \$2,947,982.00 (see Exhibit 1 attached hereto) and the cost of claims administration invoiced by Rust Consulting is \$184,812.21 (see Exhibit 2 attached hereto);

WHEREAS, ~~the parties to the Settlement Agreements have determined that~~ ^{IN ACCORDANCE WITH} the following amounts may be deducted from each Settling Defendant's Settlement Fund to pay the costs of notice and claims administration:

LG	\$2,084,738.65
AUO	\$932,646.34
Toshiba	\$115,209.22
TOTAL	\$3,132,594.21

WHEREAS, Wells Fargo Bank, N.A. has informed the parties that it requires an order from the Court before it will distribute the costs of notice and of administration;

THEREFORE, IT IS HEREBY ORDERED that Wells Fargo Bank, N.A. shall deduct from the Settlement Fund of each Settling Defendant held in escrow the amounts listed above and Wells Fargo Bank, N.A. shall then wire \$2,947,982.00 for the costs of paid media notice to the following account:

Bank of Texas

ABA/Routing # 111014325

Account # 8093434332

Account Name: Kinsella Media, LLC

Reference # 4497

Federal Tax ID # 52-2301194

Bank Contact: Mayra Landeros, (214) 987-8817

Additionally, Wells Fargo Bank, N.A. shall wire **\$184,612.21** for costs of claims administration to the following account:

Bank of Texas

ABA/Routing # 111014325

Account # 8093434387

Account Name: Rust Consulting

Reference # 128325

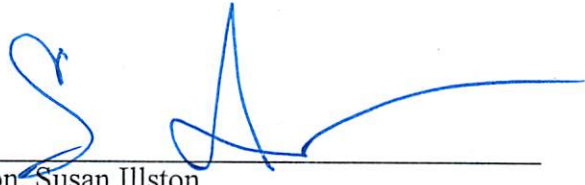
Federal Tax ID # 41-1813634

Bank Contact: Mayra Landeros, (214) 987-8817

The balance of funds in the demand-deposit account, if any, shall be retained for separate costs associated with the notice plan as they are incurred.

IT IS SO ORDERED.

Dated: 7/25, 2012



Hon. Susan Illston,
United States District Judge

3235822v1

INVOICE # 4497*In re TFT-LCD (Flat Panel) Antitrust Litigation*

Job: 2439
 Date: 7/25/2012
 Due Date: 8/3/2012

Bill To:

Josef Cooper
 Cooper & Kirkham, P.C.
 655 Montgomery Street, 17th Floor
 San Francisco, California 94111

Paid Media Components**Print Media****Magazine(s)**

	Insertions
<i>Newsweek</i>	1
<i>People</i>	1
<i>People</i>	1
<i>Sports Illustrated</i>	1
<i>Time</i>	1

Newspaper(s)

<i>El Nuevo Dia</i>	1
<i>El Vocero</i>	1
<i>New York Times (Sunday)</i>	1
<i>Pacific Daily News (Guam)</i>	1
<i>Primera Hora</i>	1
<i>Saipan Tribune</i>	1
<i>Samoa News</i>	1
<i>St. Croix Avis</i>	1
<i>St. Johns Trade Winds</i>	1
<i>Virgin Islands Daily News</i>	1
<i>Wall Street Journal</i>	1

Newspaper Supplement(s)

<i>Parade</i>	1
<i>USA Weekend</i>	1

Broadcast Media**TV**

<i>Broadcast Network/Cable</i>	21
--------------------------------	----

Online Media**Web**

	Estimated Impressions
<i>24/7 Network</i>	154,693,756
<i>Facebook.com</i>	437,261,431
<i>macworld (Online)</i>	469,792
<i>macworld (Online)</i>	157,000
<i>Microsoft Media Network</i>	51,346,436
<i>NetShelter Tech Network</i>	12,008,501
<i>PCMag.com</i>	2,508,138
<i>pcworld (Online)</i>	468,000
<i>pcworld (Online)</i>	158,777
<i>Pheedo (RSS Feed Advertising)</i>	2,200,427
<i>Quadrant One</i>	26,816,507
<i>Specific Media</i>	45,395,768

Paid Media Components Total: **\$2,907,932.74**

Other Program Components

Earned Media: Blog Outreach

\$800.00

INVOICE # 4497

<i>Earned Media: Flex Release</i>	\$2,200.00
<i>Earned Media: Social Post</i>	\$150.00
<i>Google Content Network (banner ads)</i>	\$10,000.00
<i>Keyword Search Campaign: KM To Bill Actual Cost</i>	\$15,000.00
<i>Keyword Search Campaign: Set-up and Management Fee</i>	\$750.00
<i>Production and Distribution: Print Ad</i>	\$1,050.00
<i>Production and Distribution: TV Spot</i>	\$9,050.00
<i>Production and Distribution: Web Ad</i>	\$1,050.00
Other Program Components Total:	\$40,050.00

Current Total Due**\$2,947,982.74****Payment Instructions****Wire Payment to:**

ABA/Routing #(Wire or ACH): 111014325

Account#: 8093434332

Account Name: Kinsella Media, LLC

Reference #: 4497

Bank: Bank of Texas

Bank Contact: Mayra Landeros - 214.987.8817

Federal Tax ID: 52-2301194

Or Mail Payment to:

SourceHOV

Attn: Accounts Receivable

2200 Chemsearch Blvd.

Drawer #9065

Irving, Texas 75062

Media Schedule - July 27, 2012 Approval**TFT-LCD Antitrust Litig. (3 Defendants - Indirect Purchasers)**

7/24/2012

**Paid Media Components****Print Media**

Magazine(s)	Issue Date	Mail/On-sale Date
<i>People</i>	September 3, 2012	August 24, 2012
<i>Newsweek</i>	August 27, 2012	August 20, 2012
<i>Sports Illustrated</i>	September 3, 2012	August 29, 2012
<i>People</i>	September 10, 2012	August 31, 2012
<i>Time</i>	August 27, 2012	August 17, 2012
National Newspaper(s)		
<i>Wall Street Journal</i>	August 20, 2012	August 20, 2012
<i>New York Times (Sunday)</i>	August 19, 2012	August 19, 2012
Newspaper Supplements		
<i>Parade</i>	August 26, 2012	August 26, 2012
<i>USA Weekend</i>	August 26, 2012	August 26, 2012
U.S. Territory Newspaper(s)		
<i>Agana Pacific News (Guam)</i>	Week of August 6, 2012	Week of August 6, 2012
<i>El Nuevo Dia (Puerto Rico)</i>	Week of August 6, 2012	Week of August 6, 2012
<i>El Vocero (Puerto Rico)</i>	Week of August 6, 2012	Week of August 6, 2012
<i>Primera Hora (Puerto Rico)</i>	Week of August 6, 2012	Week of August 6, 2012
<i>Saipan Tribune (Northern Mariana Islands)</i>	Week of August 6, 2012	Week of August 6, 2012
<i>Samoa News (American Samoa)</i>	Week of August 6, 2012	Week of August 6, 2012
<i>St. Croix Avis (St. Croix, U.S.V.I.)</i>	Week of August 6, 2012	Week of August 6, 2012
<i>St. John Trade Winds (St. John, U.S.V.I.)</i>	Week of August 6, 2012	Week of August 6, 2012
<i>St. Thomas News (St. Thomas, U.S.V.I.)</i>	Week of August 6, 2012	Week of August 6, 2012
<i>Virgin Islands Daily News (St. Thomas, U.S.V.I.)</i>	Week of August 6, 2012	Week of August 6, 2012

Online Media

	Start Date	End Date
<i>24/7 Network</i>	August 1, 2012	August 30, 2012
<i>Facebook.com</i>	August 1, 2012	August 30, 2012
<i>macworld</i>	August 1, 2012	August 30, 2012
<i>Microsoft Media Network</i>	August 1, 2012	August 30, 2012
<i>NetShelter Tech Network</i>	August 1, 2012	August 30, 2012
<i>PCMag.com</i>	August 1, 2012	August 30, 2012
<i>pcworld</i>	August 1, 2012	August 30, 2012
<i>Quadrant One</i>	August 1, 2012	August 30, 2012
<i>Specific Media</i>	August 1, 2012	August 30, 2012
<i>Keyword Search Campaign</i>	August 1, 2012	na
<i>RSS Feed</i>	August 1, 2012	August 30, 2012

Broadcast Media

<i>Network Cable Television</i>	August 13, 2012	August 26, 2012
---------------------------------	-----------------	-----------------

Other Program Components**Earned Media**

	Distribution Date
<i>Press Release Distribution</i>	August 1, 2012

Approval Timing

KM requires formal engagement by **July 27, 2012** in order to reserve any advertising space.

In order to comply with this schedule, KM must receive approval by the following dates:

- (1) Publication Notice must be approved by **July 27, 2012**.
- (2) Television script must be approved by **July 27, 2012**.
- (3) Web ad must be approved by **July 31, 2012**.



Invoice

625 MARQUETTE AVENUE, SUITE 880
MINNEAPOLIS, MN 55402
P 612.359.2000 | F 612.359.2050
WWW.RUSTCONSULTING.COM
FEDERAL ID #: 41-1813634

DATE: 07/18/12
INVOICE #: 128325
MATTER #: 8292

TO: Francis D. Scarpulla
Zelle Hofmann Voelbel & Mason LLP
44 Montgomery Street
Suite 3400
San Francisco, CA 94104
fscarpulla@zelle.com
idc@coopkirk.com

PROJECT
LCD Indirect
June 2012 Claims Administration Services

Project Setup - Claim Form Mailing	\$ 9,717.40
Claimant Communication/Opt-Outs	405.50
Project Management	5,103.99
Technical Consulting	6,115.80
Telephone Support	584.10
Quality Assurance	237.70
Financial	211.00
Expenses: Other Charges and Out-of-Pocket Costs	1,804.65
Total Invoice	\$ 24,180.14
Outstanding Invoice(s)	\$ 160,632.07
Total Amount Due	\$ 184,812.21

WIRE INFORMATION

ACCOUNT #: 8093434387
ABA/ROUTING # WIRE or ACH: 111014325
BANK: BANK OF TEXAS, DALLAS, TX 75225
BANK CONTACT: MAYRA LANDEROS 214.987.8817
REFERENCE: INVOICE NUMBER

RUST

LOCKBOX MAILING ADDRESS:
P O BOX 142589
DRAWER #9051
Irving, TX 75014-2589

PAYMENT TERMS: NET DUE UPON RECEIPT



DATE: 07/18/12
 INVOICE #: 128325
 MATTER #: 8292

STATEMENT OF ACCOUNT

Current Invoice Period: June 2012 Claims Administration Services

Total Current Invoice	\$ 24,180.14
-----------------------	--------------

OUTSTANDING INVOICES:

Date	Invoice #	Amount	Payments	Balance
02/29/12	128047	17,464.43		17,464.43
03/21/12	128080	66,994.7		66,994.70
04/20/12	128135	42,495.8		42,495.79
05/30/12	128230	15,385.8		15,385.76
06/29/12	128293	18,291.4		18,291.39

PREVIOUS BALANCE DUE	\$ 160,632.07
----------------------	---------------

Total Amount Due	\$ 184,812.21
------------------	---------------

WIRE INFORMATION

ACCOUNT #: 8093434387
 ABA/ROUTING # WIRE or ACH: 111014325
 BANK: BANK OF TEXAS, DALLAS, TX 75225
 BANK CONTACT: MAYRA LANDEROS 214.987.8817
 REFERENCE: INVOICE NUMBER

RUST

LOCKBOX MAILING ADDRESS:

P O BOX 142589
 DRAWER #9051
 Irving, TX 75014-2589

PAYMENT TERMS: NET DUE UPON RECEIPT